

EXHIBIT E

MONTHLY FEE STATEMENTS

A NEW
CENTURY
OF SERVICE
1912 | 2012

DORSEY
DEAN & LEITCH

THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

October 18, 2012

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period September 1, 2012 through September 30, 2012 (the "Statements"), which were served on the parties listed in paragraph (a) of the Order, on October 18, 2012.

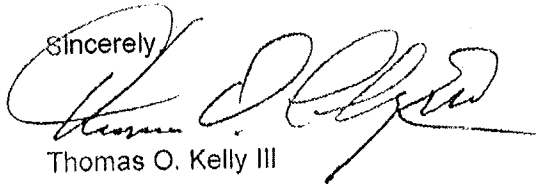
In the absence of a timely objection, the Debtors shall pay \$53,703.47, consisting of the sum of (a) \$53,690.24, an amount equal to 80% of the fees (\$53,690.24 = \$67,112.80 x 0.80) and (b) 100% of the expenses (\$13.23) being requested in the Statement.

DORSEY™

October 18, 2012
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas O. Kelly III", written over the word "Sincerely,".

Thomas O. Kelly III

Encl.

cc: Tammy Hamzehpour



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829751

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$5,702.00 |
| Less 10% Discount | -\$570.20 |
| Total For Current Legal Fees | \$5,131.80 |
| Total For Current Invoice | \$5,131.80 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829751

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|----------------|--------|------|----|--|
| 09/04/12 | J. Langdon | 122.00 | 0.20 | 17 | Telephone conference with counsel for Ally Securities regarding upcoming hearing |
| 09/04/12 | J. Langdon | 610.00 | 1.00 | 17 | Prepare for argument on motion to dismiss |
| 09/05/12 | J. Langdon | 183.00 | 0.30 | 17 | Prepare for upcoming hearing on motion to dismiss |
| 09/06/12 | A. Brantingham | 47.00 | 0.20 | 17 | Gather key cases for J. Langdon oral argument binder |
| 09/06/12 | J. Langdon | 61.00 | 0.10 | 17 | Prepare for argument on motion to dismiss |
| 09/10/12 | J. Langdon | 122.00 | 0.20 | 17 | Review recent case law regarding negligent misrepresentation claim |
| 09/10/12 | J. Langdon | 305.00 | 0.50 | 17 | Prepare for oral argument on motion to dismiss |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00360
 Invoice No.: 1829751

October 15, 2012
 Page 2

| | | | | | |
|----------|----------------|----------|------|----|--|
| 09/11/12 | J. Langdon | 1,281.00 | 2.10 | 17 | Prepare for oral argument |
| 09/12/12 | A. Brantingham | 470.00 | 2.00 | 17 | Attend hearing on motion to dismiss |
| 09/12/12 | J. Langdon | 1,098.00 | 1.80 | 17 | Prepare for hearing on motion to dismiss |
| 09/12/12 | J. Langdon | 1,220.00 | 2.00 | 17 | Attend hearing on motion to dismiss |
| 09/18/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding motion to dismiss |
| 09/19/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding submission of proofs of claim of individual defendants |

Total Hours **10.70**

Subtotal for Legal Fees **\$5,702.00**

Less 10% Discount **-\$570.20**

Total for Legal Fees **\$5,131.80**

Total This Invoice **\$5,131.80**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|--------------|--------------|--------------------|-----------------|
| A. Brantingham | Associate | 2.20 | 235.00 | 517.00 |
| J. Langdon | Partner | 8.50 | 610.00 | 5,185.00 |
| Total all Timekeepers | | 10.70 | | 5,702.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829752

Client-Matter No.: 355050-00361
1941Stichting Pensioenfonds ABP

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$4,209.00 |
| Less 10% Discount | -\$420.90 |
| Total For Current Legal Fees | \$3,788.10 |
| Total For Current Invoice | \$3,788.10 |

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P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
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800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829752

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|------------|--------|------|----|--|
| 09/04/12 | J. Langdon | 427.00 | 0.70 | 17 | Draft memoranda regarding motion to dismiss |
| 09/05/12 | J. Langdon | 183.00 | 0.30 | 17 | Review order establishing bar date for proofs of claim |
| 09/06/12 | J. Langdon | 61.00 | 0.10 | 17 | Memoranda from and to W. Thompson regarding indemnification issues |
| 09/06/12 | J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding status with individual defendants |
| 09/10/12 | J. Langdon | 244.00 | 0.40 | 17 | Memorandum to individual defendants regarding proof of claim for indemnification |
| 09/11/12 | J. Langdon | 122.00 | 0.20 | 17 | Telephone conference with R. Fons regarding individual proof of claim |

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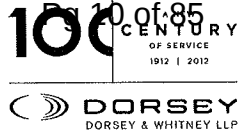
Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1829752

October 15, 2012
Page 2

| | | | | | |
|----------|------------|--------|------|----|--|
| 09/11/12 | J. Langdon | 61.00 | 0.10 | 17 | Review memorandum from individual defendant regarding status |
| 09/12/12 | J. Langdon | 305.00 | 0.50 | 17 | Review bankruptcy filings regarding status of matters impacting individual defendants |
| 09/12/12 | J. Langdon | 305.00 | 0.50 | 17 | Memoranda among plaintiffs' and defendants' counsel regarding omnibus opposition brief |
| 09/13/12 | J. Langdon | 122.00 | 0.20 | 17 | Review key documents regarding indemnification issues |
| 09/14/12 | J. Langdon | 61.00 | 0.10 | 17 | Review letters to court regarding opposition brief |
| 09/17/12 | J. Langdon | 915.00 | 1.50 | 17 | Review brief in opposition to motion to dismiss |
| 09/18/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding indemnification issue |
| 09/18/12 | J. Langdon | 61.00 | 0.10 | 17 | Review memorandum from B. Paradis regarding proof of claim |
| 09/18/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding reply brief in support of motion to dismiss |
| 09/19/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding submission of proofs of claim of individual defendants |
| 09/20/12 | J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding motion to dismiss |
| 09/21/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memorandum regarding hearing on motion to dismiss |
| 09/24/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding indemnification |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00361
 Invoice No.: 1829752

October 15, 2012
 Page 3

| | | | | |
|---------------------|--------|-------------|----|---|
| 09/25/12 J. Langdon | 61.00 | 0.10 | 17 | Draft memorandum regarding indemnification issues |
| 09/27/12 J. Langdon | 183.00 | 0.30 | 17 | Review key bankruptcy filings as related to investor claims |
| 09/28/12 J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding motion to dismiss |
| Total Hours | | 6.90 | | |

Subtotal for Legal Fees **\$4,209.00**

Less 10% Discount **-\$420.90**

Total for Legal Fees **\$3,788.10**

Total This Invoice **\$3,788.10**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|---------|-------------|-------------|-----------------|
| J. Langdon | Partner | 6.90 | 610.00 | 4,209.00 |
| Total all Timekeepers | | 6.90 | | 4,209.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829757

Client-Matter No.: 355050-00362
Secondment of Associate

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|--|--------------------|
| Subtotal for Current Legal Fees | \$43,225.00 |
| Less Write Off per Fixed Fee Agreement | -\$13,725.00 |
| Total For Current Legal Fees | \$29,500.00 |
| Total For Current Invoice | \$29,500.00 |

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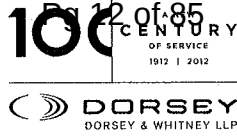
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829757

Client-Matter No: 355050-00362

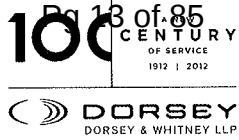
Secondment of Associate

For Legal Services Rendered Through September 30, 2012

| | | | | |
|-------------------|----------|------|----|---|
| 09/04/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/05/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/06/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/07/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/10/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00362
 Invoice No.: 1829757

October 15, 2012
 Page 2

| | | | | |
|----------|----------|----------|---------|---|
| | | | | investigations and advise client on various regulatory/compliance issues |
| 09/11/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/12/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/13/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/14/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/17/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/18/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/19/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/20/12 | B. Smith | 2,275.00 | 7.00 17 | Manage litigation and government investigations and advise client on various regulatory/compliance |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00362
 Invoice No.: 1829757

October 15, 2012
 Page 3

| | | | | issues |
|-------------------|----------|------|----|---|
| 09/21/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/24/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/25/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/26/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/27/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |
| 09/28/12 B. Smith | 2,275.00 | 7.00 | 17 | Manage litigation and government investigations and advise client on various regulatory/compliance issues |

Total Hours 133.00

Subtotal for Legal Fees \$43,225.00

Less Write Off per Fixed Fee Agreement -\$13,725.00

Total for Legal Fees \$29,500.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1829757

October 15, 2012
Page 4

Total This Invoice **\$29,500.00**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|-----------|---------------|-------------|------------------|
| B. Smith | Associate | 133.00 | 325.00 | 43,225.00 |
| Total all Timekeepers | | 133.00 | | 43,225.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829755

Client-Matter No.: 355050-00364
Investigation by US SEC-Los Angeles Division

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-----------------|
| Subtotal for Current Legal Fees | \$242.00 |
| Less 10% Discount | -\$24.20 |
| Total For Current Legal Fees | \$217.80 |
| Total For Current Invoice | \$217.80 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
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P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829755

Client-Matter No: 355050-00364

Investigation by US SEC-Los Angeles Division
Client No.: 712734

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|------------|--------|------|----|---|
| 09/05/12 | R. Knudson | 242.00 | 1.10 | 19 | Finalize transfer of all production data to Morrison and Foerster |
|----------|------------|--------|------|----|---|

| | |
|--------------------|-------------|
| Total Hours | 1.10 |
|--------------------|-------------|

| | |
|--------------------------------|-----------------|
| Subtotal for Legal Fees | \$242.00 |
|--------------------------------|-----------------|

| | |
|--------------------------|-----------------|
| Less 10% Discount | -\$24.20 |
|--------------------------|-----------------|

| | |
|-----------------------------|-----------------|
| Total for Legal Fees | \$217.80 |
|-----------------------------|-----------------|

| | |
|---------------------------|-----------------|
| Total This Invoice | \$217.80 |
|---------------------------|-----------------|

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Residential Funding Company, LLC
Client-Matter No.: 355050-00364
Invoice No.: 1829755

October 15, 2012
Page 2

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|-----------|-------------|-------------|---------------|
| R. Knudson | Paralegal | 1.10 | 220.00 | 242.00 |
| Total all Timekeepers | | 1.10 | | 242.00 |

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829758

Client-Matter No.: 355050-00366
Union Central Insurance Investor Litigation

For Disbursements and Services Charges Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|---|----------------|
| Total For Current Disbursements and Service Charges | \$13.23 |
| Total For Current Invoice | \$13.23 |

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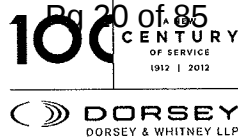
Wire Instructions:
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Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829758

Client-Matter No: 355050-00366

Union Central Insurance Investor Litigation

For Disbursements and Service Charges Rendered Through September 30, 2012

| | |
|-----------------------------|---------------|
| Total for Legal Fees | \$0.00 |
|-----------------------------|---------------|

Disbursements and Service Charges

| | |
|---|-------|
| Professional Service - ALM Media, Inc. - Electronic court docket monitoring for period ending 07/31/12 | 13.23 |
|---|-------|

| | |
|--|----------------|
| Total for Disbursements and Service Charges | \$13.23 |
|--|----------------|

| | |
|---------------------------|----------------|
| Total This Invoice | \$13.23 |
|---------------------------|----------------|

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829753

Client-Matter No.: 355050-00368
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|--------------------|
| Subtotal for Current Legal Fees | \$18,577.00 |
| Less 10% Discount | -\$1,857.70 |
| Total For Current Legal Fees | \$16,719.30 |
| Total For Current Invoice | \$16,719.30 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

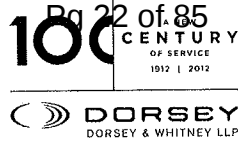
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

October 15, 2012
Invoice No. 1829753

Client-Matter No: 355050-00368

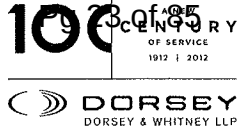
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|----------------|--------|------|----|---|
| 09/05/12 | A. Brantingham | 376.00 | 1.60 | 17 | Review complaint |
| 09/05/12 | J. Langdon | 183.00 | 0.30 | 17 | Telephone conference with individual defendants regarding status |
| 09/06/12 | K. Zinsmaster | 47.00 | 0.20 | 17 | Conference with A. Brantingham regarding research for motion to dismiss related to tolling argument |
| 09/10/12 | J. Langdon | 61.00 | 0.10 | 17 | Review correspondence from D. Bruelar |
| 09/10/12 | J. Langdon | 61.00 | 0.10 | 17 | Review correspondence from B. Paradis |
| 09/11/12 | K. Zinsmaster | 446.50 | 1.90 | 17 | Review complaint in preparation for researching issues related to motion to dismiss |
| 09/11/12 | A. Brantingham | 846.00 | 3.60 | 17 | Begin drafting brief in support of individual defendants' motion to |

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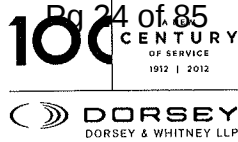
Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1829753

October 15, 2012
 Page 2

| | | | | | dismiss |
|----------|----------------|----------|------|----|--|
| 09/11/12 | J. Langdon | 122.00 | 0.20 | 17 | Telephone conference with counsel regarding status of SEC inquiry |
| 09/12/12 | K. Zinsmaster | 235.00 | 1.00 | 17 | Review complaint in preparation for researching issues related to motion to dismiss |
| 09/12/12 | A. Brantingham | 235.00 | 1.00 | 17 | Continue research for brief in support of motion to dismiss |
| 09/12/12 | A. Brantingham | 446.50 | 1.90 | 17 | Draft brief in support of motion to dismiss |
| 09/12/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding motion to dismiss |
| 09/13/12 | E. Ruda | 47.00 | 0.20 | 17 | Research statute of limitations under sections 11, 12, and 15 of the Securities Act of 1933 |
| 09/13/12 | K. Zinsmaster | 705.00 | 3.00 | 17 | Research tolling of Securities Act claims pursuant to American Pipe doctrine for brief in support of motion to dismiss |
| 09/13/12 | K. Zinsmaster | 517.00 | 2.20 | 17 | Draft memorandum to A. Brantingham regarding tolling argument as it pertains to brief in support of motion to dismiss |
| 09/13/12 | A. Brantingham | 1,010.50 | 4.30 | 17 | Research time limitations on '33 Act claims for brief in support of motion to dismiss |
| 09/13/12 | J. Langdon | 61.00 | 0.10 | 17 | Telephone conference with A. Brantingham regarding motion to dismiss strategy |
| 09/14/12 | A. Brantingham | 1,128.00 | 4.80 | 17 | Continue drafting brief in support of motion to dismiss |

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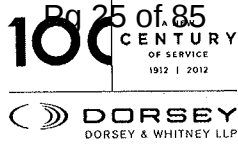
Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1829753

October 15, 2012
 Page 3

| | | | | | |
|----------|----------------|----------|------|----|---|
| 09/16/12 | A. Brantingham | 658.00 | 2.80 | 17 | Continue drafting brief in support of motion to dismiss |
| 09/17/12 | A. Brantingham | 658.00 | 2.80 | 17 | Complete draft of brief in support of motion to dismiss |
| 09/17/12 | A. Brantingham | 47.00 | 0.20 | 17 | Send draft of brief in support of motion to dismiss to J. Langdon |
| 09/17/12 | J. Langdon | 305.00 | 0.50 | 17 | Review draft brief in support of motion to dismiss |
| 09/18/12 | A. Brantingham | 47.00 | 0.20 | 17 | Telephone conference with Judge Montgomery's courtroom deputy regarding scheduling of motion to dismiss |
| 09/18/12 | A. Brantingham | 916.50 | 3.90 | 17 | Revise brief in support of motion to dismiss per edits from J. Langdon |
| 09/18/12 | A. Brantingham | 70.50 | 0.30 | 17 | Telephone conference with counsel for Ally regarding scheduling of motion to dismiss and meet-and-confer with plaintiff's counsel |
| 09/18/12 | J. Langdon | 366.00 | 0.60 | 17 | Telephone conferences with W. Thompson regarding status and strategy |
| 09/18/12 | J. Langdon | 2,318.00 | 3.80 | 17 | Revise draft brief in support of motion to dismiss |
| 09/18/12 | J. Langdon | 122.00 | 0.20 | 17 | Review memoranda from R. Kopecky regarding meet and confer |
| 09/18/12 | J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding indemnification issues |
| 09/19/12 | A. Brantingham | 235.00 | 1.00 | 17 | Research brief in support of motion to dismiss |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1829753

October 15, 2012
 Page 4

| | | | | | |
|----------|----------------|--------|------|----|--|
| 09/19/12 | A. Brantingham | 916.50 | 3.90 | 17 | Revise brief in support of motion to dismiss |
| 09/19/12 | J. Langdon | 915.00 | 1.50 | 17 | Revise brief in support of motion to dismiss |
| 09/19/12 | J. Langdon | 122.00 | 0.20 | 17 | Conference with A. Brantingham regarding brief in support of motion to dismiss |
| 09/20/12 | A. Brantingham | 493.50 | 2.10 | 17 | Revise draft of brief in support of motion to dismiss |
| 09/20/12 | J. Langdon | 488.00 | 0.80 | 17 | Revise brief in support of motion to dismiss |
| 09/20/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding briefing schedule |
| 09/21/12 | A. Brantingham | 47.00 | 0.20 | 17 | Meet and confer with plaintiffs' counsel regarding motion to dismiss |
| 09/21/12 | A. Brantingham | 634.50 | 2.70 | 17 | Cite check brief in support of motion to dismiss |
| 09/21/12 | A. Brantingham | 117.50 | 0.50 | 17 | Revise brief in support of motion to dismiss |
| 09/21/12 | J. Langdon | 305.00 | 0.50 | 17 | Review draft brief of Ally entities |
| 09/21/12 | J. Langdon | 61.00 | 0.10 | 17 | Memorandum to individual defendants regarding motion |
| 09/21/12 | J. Langdon | 61.00 | 0.10 | 17 | Memorandum to A. Brantingham regarding revisions to brief |
| 09/23/12 | A. Brantingham | 235.00 | 1.00 | 17 | Complete cite check of brief in support of motion to dismiss |
| 09/24/12 | A. Brantingham | 141.00 | 0.60 | 17 | Revise brief in support of motion to dismiss |
| 09/24/12 | A. Brantingham | 258.50 | 1.10 | 17 | Draft papers in support of motion |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1829753

October 15, 2012
 Page 5

| | | | | |
|--------------------|----------------|--------|--------------|--|
| | | | | to dismiss |
| 09/24/12 | A. Brantingham | 47.00 | 0.20 17 | Serve and file motion papers |
| 09/24/12 | J. Langdon | 122.00 | 0.20 17 | Draft memoranda regarding scheduling of oral argument |
| 09/24/12 | J. Langdon | 488.00 | 0.80 17 | Finalize brief in support of motion to dismiss |
| 09/25/12 | J. Langdon | 61.00 | 0.10 17 | Review order from Magistrate Judge regarding pretrial conference |
| 09/25/12 | J. Langdon | 305.00 | 0.50 17 | Review underwriters' brief in support of motion to dismiss |
| 09/25/12 | J. Langdon | 61.00 | 0.10 17 | Review correspondence to court regarding pending motion |
| Total Hours | | | 60.70 | |

| | |
|--------------------------------|--------------------|
| Subtotal for Legal Fees | \$18,577.00 |
| Less 10% Discount | -\$1,857.70 |
| Total for Legal Fees | \$16,719.30 |
| Total This Invoice | \$16,719.30 |

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|-------------------|--------------|--------------|--------------------|---------------|
| E. Ruda | Associate | 0.20 | 235.00 | 47.00 |
| K. Zinsmaster | Associate | 8.30 | 235.00 | 1,950.50 |
| A. Brantingham | Associate | 40.70 | 235.00 | 9,564.50 |
| J. Langdon | Partner | 11.50 | 610.00 | 7,015.00 |

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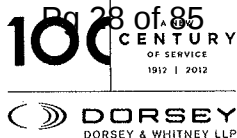
Residential Funding Company, LLC
Client-Matter No.: 355050-00368
Invoice No.: 1829753

October 15, 2012
Page 6

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|--------------|--------------|--------------------|------------------|
| Total all Timekeepers | | 60.70 | | 18,577.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

October 5, 2012
Invoice No. 1827298

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$3,327.50 |
| Less 10% Discount | -\$332.75 |
| Total For Current Legal Fees | \$2,994.75 |
| Total For Current Invoice | \$2,994.75 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

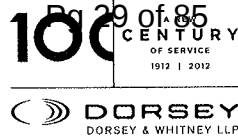
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
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Fort Washington, PA 19034

October 5, 2012
Invoice No. 1827298

Client-Matter No: 479140-00003

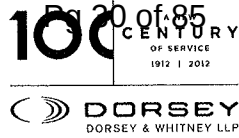
ResCap Treasury General

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|-------------|----------|------|----|--|
| 09/04/12 | E. Hulsebos | 371.00 | 1.40 | 25 | Telephone conference with T. Kelly, ResCap people and counsel regarding meeting with committee counsel |
| 09/04/12 | T. Kelly | 1,090.00 | 2.00 | 25 | Participate in internal preparation meeting for meeting with OCC on Thursday |
| 09/06/12 | T. Kelly | 327.00 | 0.60 | 23 | Attend meeting with creditors committee counsel on ResCap-Ally relationships |
| 09/10/12 | E. Hulsebos | 132.50 | 0.50 | 7 | Begin drafting first interim fee application |
| 09/12/12 | E. Hulsebos | 79.50 | 0.30 | 7 | Continue drafting fee application |
| 09/18/12 | T. Kelly | 163.50 | 0.30 | 4 | Review and respond to J. Ruckdaschel email regarding letter from committee counsel and |

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GMAC ResCap
 Client-Matter No.: 479140-00003
 Invoice No.: 1827298

October 5, 2012
 Page 2

| | | | | | |
|----------|-------------|--------|------|---|---|
| | | | | | collateral releases |
| 09/18/12 | T. Kelly | 54.50 | 0.10 | 4 | Review and respond to T. Goren email inclusion of real property interests in blanket lien |
| 09/21/12 | E. Hulsebos | 132.50 | 0.50 | 7 | Review guidelines and order regarding fee application |
| 09/24/12 | E. Hulsebos | 318.00 | 1.20 | 7 | Draft fee application |
| 09/26/12 | E. Hulsebos | 79.50 | 0.30 | 7 | Conference regarding time entries |
| 09/26/12 | T. Kelly | 218.00 | 0.40 | 4 | Review and respond to J. Ruckdaschel email regarding creditors committee challenge to liens of Junior Secured Noteholders and collateral release protocol |
| 09/27/12 | E. Hulsebos | 79.50 | 0.30 | 7 | Review invoices for fee application |
| 09/27/12 | E. Hulsebos | 106.00 | 0.40 | 7 | Conference with M. Clark regarding invoices for fee application |
| 09/27/12 | M. Clark | 176.00 | 0.40 | 7 | Conference with E. Hulsebos regarding fee application issues |

Total Hours 8.70

Subtotal for Legal Fees \$3,327.50

Less 10% Discount -\$332.75

Total for Legal Fees \$2,994.75

Total This Invoice \$2,994.75

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GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1827298

October 5, 2012
Page 3

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|------------|-------------|-------------|-----------------|
| E. Hulsebos | Associate | 4.90 | 265.00 | 1,298.50 |
| M. Clark | Of Counsel | 0.40 | 440.00 | 176.00 |
| T. Kelly | Partner | 3.40 | 545.00 | 1,853.00 |
| Total all Timekeepers | | 8.70 | | 3,327.50 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

October 15, 2012
Invoice No. 1829795

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through September 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$9,734.50 |
| Less 10% Discount | -\$973.45 |
| Total For Current Legal Fees | \$8,761.05 |
| Total For Current Invoice | \$8,761.05 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

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Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
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Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

October 15, 2012
Invoice No. 1829795

Client-Matter No: 479140-00005

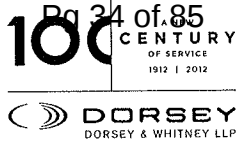
Business Lending Workout Matters

For Legal Services Rendered Through September 30, 2012

| | | | | | |
|----------|------------|--------|------|----|---|
| 09/04/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Draft memoranda regarding potential amendment to assert fraud claim in California proceeding against S. Pitchersky |
| 09/05/12 | L. McGlinn | 79.00 | 0.20 | 17 | (Nationwide) Communications with opposing counsel regarding matter |
| 09/05/12 | L. McGlinn | 395.00 | 1.00 | 17 | (Nationwide) Prepare stipulation to file second amended complaint and continue the trial date |
| 09/05/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Memoranda to and from opposing counsel regarding conversion claim and amendment to assert fraud claim |
| 09/05/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Memoranda to and from N. Kosinski regarding damages calculation |

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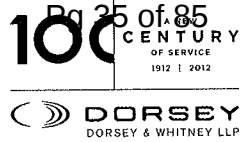
GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1829795

October 15, 2012
 Page 2

| | | | | | |
|----------|-----------------|----------|------|----|--|
| 09/06/12 | L. McGlinn | 316.00 | 0.80 | 17 | (Nationwide) Prepare for hearing on motion for summary judgment |
| 09/06/12 | J. Mikhailevich | 68.00 | 0.20 | 17 | (Nationwide) Review Residential Capital, LLC bankruptcy docket for debtor's motion to authorize the retention of ordinary course professionals and any retention pleadings relating to Navigant Consulting |
| 09/06/12 | J. Mikhailevich | 68.00 | 0.20 | 17 | (Nationwide) Draft email to E. Schnabel regarding debtor's motion |
| 09/06/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Memoranda to and from C. MacElree regarding proof of claim in Nationwide bankruptcy |
| 09/06/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Telephone conferences with L. McGlinn regarding upcoming hearing on summary judgment motion |
| 09/06/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding summary judgment motion and order |
| 09/07/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding damages calculations |
| 09/07/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding summary judgment |
| 09/10/12 | L. McGlinn | 316.00 | 0.80 | 17 | (Nationwide) Revise stipulation regarding second amended complaint and continuance of trial date |
| 09/10/12 | L. McGlinn | 1,738.00 | 4.40 | 17 | (Nationwide) Prepare second amended complaint |

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GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1829795

October 15, 2012
 Page 3

| | | | | | |
|----------|------------|--------|------|----|---|
| 09/10/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Draft memoranda regarding GMAC Mortgage damages |
| 09/11/12 | L. McGlinn | 790.00 | 2.00 | 17 | (Nationwide) Revise stipulation and second amended complaint |
| 09/11/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Review second amended complaint |
| 09/11/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Memoranda to L. McGlinn regarding second amended complaint |
| 09/11/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Communications with opposing counsel regarding discovery issues |
| 09/11/12 | J. Langdon | 549.00 | 0.90 | 17 | (Nationwide) Revise second amended complaint |
| 09/13/12 | J. Langdon | 61.00 | 0.10 | 17 | (Alliance) Telephone conference with E. Schnabel regarding Alliance status |
| 09/13/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Telephone conference with Nationwide trustee's counsel regarding proofs of claim and damages |
| 09/14/12 | L. McGlinn | 79.00 | 0.20 | 17 | (Nationwide) Review communication from A. Cooper regarding dismissal |
| 09/14/12 | L. McGlinn | 276.50 | 0.70 | 17 | (Nationwide) Research regarding fees and costs on dismissal |
| 09/14/12 | L. McGlinn | 118.50 | 0.30 | 17 | (Nationwide) Communication with J. Langdon and A. Cooper regarding fees and costs on dismissal |
| 09/14/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1829795

October 15, 2012
 Page 4

| | | | | |
|----------|------------|--------|---------|--|
| | | | | regarding California amended complaint |
| 09/17/12 | J. Langdon | 610.00 | 1.00 17 | (Nationwide) Draft amended proof of claim for Nationwide bankruptcy |
| 09/19/12 | J. Langdon | 305.00 | 0.50 17 | (Nationwide) Revise amended proof of claim in Nationwide bankruptcy proceedings |
| 09/20/12 | J. Langdon | 61.00 | 0.10 17 | (Alliance) Telephone conference with D. Horst |
| 09/20/12 | J. Langdon | 183.00 | 0.30 17 | (Nationwide) Draft memoranda regarding discovery issues |
| 09/21/12 | L. McGlinn | 158.00 | 0.40 17 | (Nationwide) Communications regarding stipulation to file second amended complaint and continue trial date |
| 09/21/12 | L. McGlinn | 118.50 | 0.30 17 | (Nationwide) Review and revise stipulation |
| 09/21/12 | L. McGlinn | 118.50 | 0.30 17 | (Nationwide) Review and file amended proof of claim |
| 09/24/12 | J. Langdon | 122.00 | 0.20 17 | (Alliance) Draft memoranda regarding rejection of settlement demand |
| 09/24/12 | J. Langdon | 305.00 | 0.50 17 | (Nationwide) Draft memoranda regarding document production |
| 09/25/12 | L. McGlinn | 197.50 | 0.50 17 | (Nationwide) Revise second amended complaint and stipulation |
| 09/25/12 | L. McGlinn | 79.00 | 0.20 17 | (Nationwide) Prepare second amended complaint and stipulation for filing |
| 09/26/12 | J. Langdon | 122.00 | 0.20 17 | (Nationwide) Draft memoranda regarding document production in |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1829795

October 15, 2012
Page 5

| | | | | | |
|-------------------------|------------|-------|-------|----|--|
| | | | | | Hanover Settlement matter |
| 09/27/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Draft memoranda regarding discovery |
| 09/28/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Memoranda to and from N. Kusinski regarding loss calculations |
| Total Hours | | | 20.40 | | |
| Subtotal for Legal Fees | | | | | \$9,734.50 |
| Less 10% Discount | | | | | -\$973.45 |
| Total for Legal Fees | | | | | \$8,761.05 |
| Total This Invoice | | | | | \$8,761.05 |

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|----------------|--------------|-------------|-----------------|
| L. McGlinn | Other Attorney | 12.10 | 395.00 | 4,779.50 |
| J. Mikhailevich | Associate | 0.40 | 340.00 | 136.00 |
| J. Langdon | Partner | 7.90 | 610.00 | 4,819.00 |
| Total all Timekeepers | | 20.40 | | 9,734.50 |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

November 15, 2012

FEDEX

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin and
Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period October 1, 2012 through October 31, 2012 (the "Statements"), which were served on the parties listed in paragraph (a) of the Order, on November 15, 2012.

In the absence of a timely objection, the Debtors shall pay \$37,919.40, consisting of the sum of (1) \$37,859.40, an amount equal to 80% of the fees (\$37,859.40 = \$47,324.25 x 0.80) and (b) 100% of the expenses (\$60.00) being requested in the Statement.



November 15, 2012
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Thomas O. Kelly III', written over the word 'Sincerely'.

Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

November 13, 2012
Invoice No. 1836323

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$6,046.50 |
| Less 10% Discount | -\$604.65 |
| Total For Current Legal Fees | \$5,441.85 |
| Total For Current Invoice | \$5,441.85 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

November 13, 2012
Invoice No. 1836323

Client-Matter No: 479140-00003

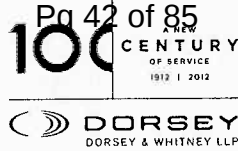
ResCap Treasury General

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|----------|-------------|--------|------|----|---|
| 10/01/12 | E. Hulsebos | 53.00 | 0.20 | 7 | Conference with M. Clark and T. Kelly regarding fee application |
| 10/01/12 | E. Hulsebos | 26.50 | 0.10 | 7 | Review time entries |
| 10/01/12 | M. Clark | 88.00 | 0.20 | 7 | Conference with T. Kelly and E. Hulsebos regarding Dorsey fee application |
| 10/01/12 | T. Kelly | 109.00 | 0.20 | 7 | Conference with M. Clark and E. Hulsebos regarding fee application |
| 10/03/12 | E. Hulsebos | 106.00 | 0.40 | 7 | Review invoices for fee application |
| 10/03/12 | T. Kelly | 109.00 | 0.20 | 25 | Review 9-11 document request and related emails |
| 10/04/12 | E. Hulsebos | 159.00 | 0.60 | 7 | Conference with T. Kelly and L. Shaw regarding fee application |
| 10/04/12 | T. Kelly | 109.00 | 0.20 | 7 | Conferences with E. Richards and E. Hulsebos regarding fee |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1836323

November 13, 2012
Page 2

| | | | | | application |
|--------------------|-------------|----------|--------------|---|---|
| 10/05/12 | E. Hulsebos | 1,325.00 | 5.00 | 7 | Draft fee application |
| 10/08/12 | E. Hulsebos | 901.00 | 3.40 | 7 | Continue drafting fee application |
| 10/11/12 | E. Hulsebos | 1,510.50 | 5.70 | 7 | Draft fee application |
| 10/12/12 | E. Hulsebos | 106.00 | 0.40 | 4 | Review emails and documents for LLC agreement |
| 10/15/12 | E. Hulsebos | 291.50 | 1.10 | 7 | Revise application for compensation |
| 10/15/12 | T. Kelly | 163.50 | 0.30 | 7 | Review and comment on fee application; conference with E. Hulsebos regarding same |
| 10/16/12 | E. Hulsebos | 318.00 | 1.20 | 7 | Revise draft of fee application |
| 10/16/12 | T. Kelly | 163.50 | 0.30 | 7 | Review and revise final application for fees |
| 10/18/12 | E. Hulsebos | 212.00 | 0.80 | 7 | Finalize fee application |
| 10/18/12 | E. Hulsebos | 79.50 | 0.30 | 7 | Coordinate with J. Mikhailevich regarding court filing |
| 10/18/12 | T. Kelly | 163.50 | 0.30 | 7 | Conference with E. Hulsebos regarding fee application; review final fee application |
| 10/19/12 | E. Hulsebos | 53.00 | 0.20 | 7 | Coordinate filing of fee application |
| Total Hours | | | 21.10 | | |

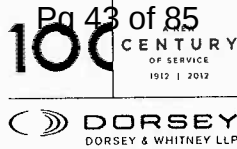
Subtotal for Legal Fees \$6,046.50

Less 10% Discount -\$604.65

Total for Legal Fees \$5,441.85

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1836323

November 13, 2012
Page 3

Total This Invoice **\$5,441.85**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|------------|--------------|-------------|-----------------|
| E. Hulsebos | Associate | 19.40 | 265.00 | 5,141.00 |
| M. Clark | Of Counsel | 0.20 | 440.00 | 88.00 |
| T. Kelly | Partner | 1.50 | 545.00 | 817.50 |
| Total all Timekeepers | | 21.10 | | 6,046.50 |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

November 15, 2012
Invoice No. 1837147

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|---|-------------------|
| Subtotal for Current Legal Fees | \$7,544.00 |
| Less 10% Discount | -\$754.40 |
| Total For Current Legal Fees | \$6,789.60 |
| Total For Current Disbursements and Service Charges | \$60.00 |
| Total For Current Invoice | \$6,849.60 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

November 15, 2012
Invoice No. 1837147

Client-Matter No: 479140-00005

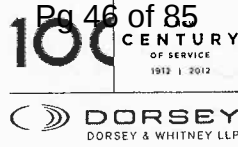
Business Lending Workout Matters

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|----------|------------|--------|------|----|---|
| 10/01/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Review documents prior to production |
| 10/02/12 | S. Marsden | 450.00 | 1.00 | 17 | (Nationwide) Conference with S. Ulsh |
| 10/02/12 | S. Marsden | 450.00 | 1.00 | 17 | (Nationwide) Conference with N. Kosinski regarding loss amount |
| 10/02/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Draft memorandum regarding dismissal |
| 10/02/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Draft memorandum regarding document production |
| 10/03/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Conference with M. Stark regarding document production |
| 10/03/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Memorandum to C. Laubach regarding document production |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



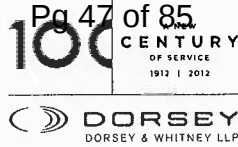
GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1837147

November 15, 2012
Page 2

| | | | | | |
|----------|-------------|--------|------|----|--|
| 10/03/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding Pennsylvania strategy |
| 10/03/12 | C. Miller | 202.50 | 0.90 | 17 | (Nationwide) Query document management database and create binder of documents to be produced in the PA Action to facilitate attorney review |
| 10/03/12 | M. Stark | 90.00 | 0.40 | 17 | (Nationwide) Conference with J. Langdon and prepare documents for production |
| 10/04/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Draft notes regarding California settlement strategy |
| 10/04/12 | J. Kragness | 60.00 | 0.60 | 17 | (Nationwide) Prepare electronically stored information of C. Laubach and No Source documents for attorney review in document management system |
| 10/04/12 | J. Kragness | 40.00 | 0.40 | 17 | (Nationwide) Process C. Laubach and No Source document data to document management system to allow for database searches |
| 10/04/12 | A. Jarboe | 40.00 | 0.40 | 17 | (Nationwide) Prepare hard copy documents of C. Laubach for attorney review in document management system |
| 10/05/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Draft memoranda regarding document review |
| 10/05/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Memorandum to D. Horst regarding settlement strategy |
| 10/05/12 | C. Miller | 180.00 | 0.80 | 17 | (Nationwide) Query document management database and create |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



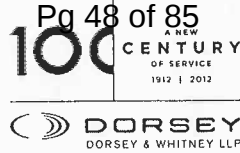
GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1837147

November 15, 2012
 Page 3

| | | | | |
|----------|---------------|--------|---------|--|
| | | | | draft production set to facilitate attorney review |
| 10/05/12 | C. Miller | 45.00 | 0.20 17 | (Nationwide) Arrange for hard copy delivery of possibly responsive files to facilitate attorney review |
| 10/05/12 | A. Ballentine | 80.00 | 0.80 17 | (Nationwide) Prepare draft Production Set documents for attorney review |
| 10/08/12 | J. Stilson | 94.50 | 0.30 17 | (Nationwide) Meet with J. Langdon regarding demand letters, other collection issues |
| 10/08/12 | J. Langdon | 183.00 | 0.30 17 | (Nationwide) Conference with J. Stilson regarding upcoming tasks |
| 10/08/12 | J. Langdon | 732.00 | 1.20 17 | (Nationwide) Review client documents for production |
| 10/08/12 | C. Miller | 405.00 | 1.80 17 | (Nationwide) Prepare responsive files for 1/8/2012 document production |
| 10/08/12 | M. Stark | 67.50 | 0.30 17 | (Nationwide) Prepare documents for production |
| 10/08/12 | M. Stark | 45.00 | 0.20 17 | (Nationwide) Conferences with C. Miller and J. Langdon regarding documents for production |
| 10/09/12 | L. McGlinn | 158.00 | 0.40 17 | (Nationwide) Communication with opposing counsel regarding stipulation to continue trial date and defendants' potential demurrer to second amended complaint |
| 10/09/12 | J. Langdon | 61.00 | 0.10 17 | (Nationwide) Draft letter to M. Ellis regarding document production |

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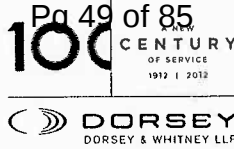
GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1837147

November 15, 2012
Page 4

| | | | | | |
|----------|-------------|--------|------|----|---|
| 10/09/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Draft letter to M. Ellis regarding document production |
| 10/09/12 | V. Perisho | 360.00 | 1.50 | 17 | (Nationwide) Work on uploading disc of document production from Nationwide Mortgage Concepts onto system and index document production for L. McGlynn |
| 10/10/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding California status and strategy |
| 10/11/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Draft memoranda regarding revisions to California complaint against Pitchersky |
| 10/12/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Telephone conference with D. Horst and L. Delehey regarding strategy |
| 10/12/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Revise second amended complaint |
| 10/15/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Revise second amended California complaint |
| 10/23/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Prepare notes regarding California discovery |
| 10/24/12 | E. Hulsebos | 79.50 | 0.30 | 17 | (MILA) Review docket in MILA; telephone call to J. Larsen regarding same |
| 10/26/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Draft notes regarding amending California complaint |
| 10/26/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Draft memoranda regarding document production in Hanover action |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1837147

November 15, 2012
 Page 5

| | | | | | |
|--------------------|------------|--------------|------|----|--|
| 10/29/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Draft memoranda regarding Hanover document production |
| 10/30/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Review client documents before production |
| 10/31/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding document production |
| 10/31/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Review bankruptcy pleadings |
| Total Hours | | 19.00 | | | |

Subtotal for Legal Fees **\$7,544.00**

Less 10% Discount **-\$754.40**

Total for Legal Fees **\$6,789.60**

Disbursements and Service Charges

| | |
|---|-------|
| Miscellaneous Charges - CD/DVD copies for the month of October 2012 | 40.00 |
| Filing Fee - ASAP Legal, LLC - Stip & Order, Riverside/Indio Court 09/25/12 | 20.00 |

Total for Disbursements and Service Charges **\$60.00**

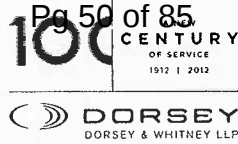
Total This Invoice **\$6,849.60**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------|-----------|-------|-------------|--------|
| J. Stilson | Associate | 0.30 | 315.00 | 94.50 |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1837147

November 15, 2012
Page 6

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|-----------------|--------------|--------------------|-----------------|
| L. McGlinn | Other Attorney | 0.40 | 395.00 | 158.00 |
| E. Hulsebos | Associate | 0.30 | 265.00 | 79.50 |
| S. Marsden | Partner | 2.00 | 450.00 | 900.00 |
| J. Langdon | Partner | 7.70 | 610.00 | 4,697.00 |
| C. Miller | Paralegal | 3.70 | 225.00 | 832.50 |
| A. Ballentine | Case Assistant | 0.80 | 100.00 | 80.00 |
| J. Kragness | Case Assistant | 1.00 | 100.00 | 100.00 |
| V. Perisho | Paralegal | 1.50 | 240.00 | 360.00 |
| M. Stark | Paralegal | 0.90 | 225.00 | 202.50 |
| A. Jarboe | Misc Timekeeper | 0.40 | 100.00 | 40.00 |
| Total all Timekeepers | | 19.00 | | 7,544.00 |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836783

Client-Matter No.: 355050-00359
Allstate Insurance Company et al.

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|----------------|
| Subtotal for Current Legal Fees | \$61.00 |
| Less 10% Discount | -\$6.10 |
| Total For Current Legal Fees | \$54.90 |
| Total For Current Invoice | \$54.90 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

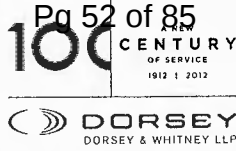
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836783

Client-Matter No: 355050-00359

Allstate Insurance Company et al.
Client No.: 709980

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|--------------------|------------|-------|-------------|----|---|
| 10/17/12 | J. Langdon | 61.00 | 0.10 | 17 | Memorandum to M. Ware regarding discovery question |
| Total Hours | | | 0.10 | | |

| | |
|--------------------------------|----------------|
| Subtotal for Legal Fees | \$61.00 |
|--------------------------------|----------------|

| | |
|--------------------------|----------------|
| Less 10% Discount | -\$6.10 |
|--------------------------|----------------|

| | |
|-----------------------------|----------------|
| Total for Legal Fees | \$54.90 |
|-----------------------------|----------------|

| | |
|---------------------------|----------------|
| Total This Invoice | \$54.90 |
|---------------------------|----------------|

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1836783

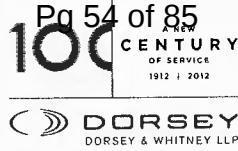
November 14, 2012
Page 2

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|---------|-------------|-------------|--------------|
| J. Langdon | Partner | 0.10 | 610.00 | 61.00 |
| Total all Timekeepers | | 0.10 | | 61.00 |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836784

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$7,442.00 |
| Less 10% Discount | -\$744.20 |
| Total For Current Legal Fees | \$6,697.80 |
| Total For Current Invoice | \$6,697.80 |

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P.O. Box 1680
Minneapolis, MN 55480-1680

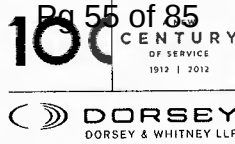
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836784

Client-Matter No: 355050-00360

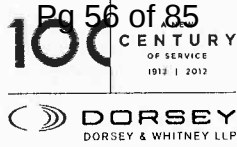
Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|----------|------------|----------|------|----|---|
| 10/09/12 | J. Langdon | 244.00 | 0.40 | 17 | Memoranda to individual defendants regarding indemnification |
| 10/09/12 | J. Langdon | 732.00 | 1.20 | 17 | Research regarding indemnification |
| 10/10/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda to L. Lundsten regarding status |
| 10/11/12 | J. Langdon | 305.00 | 0.50 | 17 | Research regarding indemnification issues |
| 10/12/12 | J. Langdon | 1,403.00 | 2.30 | 17 | Draft proofs of claim for individual defendants |
| 10/15/12 | J. Langdon | 61.00 | 0.10 | 17 | Telephone conference with L. Delehey regarding indemnification claims |
| 10/15/12 | J. Langdon | 976.00 | 1.60 | 17 | Draft proofs of claim |

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00360
 Invoice No.: 1836784

November 14, 2012
 Page 2

| | | | | |
|---------------------|--------|--------------|----|---|
| 10/16/12 J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim for B. Paradis |
| 10/18/12 J. Langdon | 854.00 | 1.40 | 17 | Draft proofs of claim |
| 10/19/12 J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim |
| 10/22/12 J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding proofs of claim |
| 10/23/12 J. Langdon | 61.00 | 0.10 | 17 | Telephone conference with D. Olson regarding proof of claim |
| 10/24/12 J. Langdon | 183.00 | 0.30 | 17 | Draft D. Olson proof of claim |
| 10/25/12 J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding individual proofs of claim |
| 10/29/12 J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding individual proofs of claim |
| 10/30/12 J. Langdon | 183.00 | 0.30 | 17 | Communications regarding proofs of claim |
| 10/31/12 J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding proofs of claim filing |
| Total Hours | | 12.20 | | |

Subtotal for Legal Fees \$7,442.00

Less 10% Discount -\$744.20

Total for Legal Fees \$6,697.80

Total This Invoice \$6,697.80

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1836784

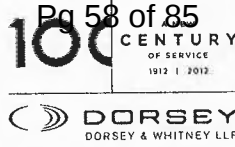
November 14, 2012
Page 3

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|---------|--------------|-------------|-----------------|
| J. Langdon | Partner | 12.20 | 610.00 | 7,442.00 |
| Total all Timekeepers | | 12.20 | | 7,442.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 15, 2012
Invoice No. 1836785

Client-Matter No.: 355050-00361
1941 Stichting Pensioenfonds ABP

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|--------------------|
| Subtotal for Current Legal Fees | \$23,919.00 |
| Less 10% Discount | -\$2,391.90 |
| Total For Current Legal Fees | \$21,527.10 |
| Total For Current Invoice | \$21,527.10 |

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Minneapolis, MN 55480-1680

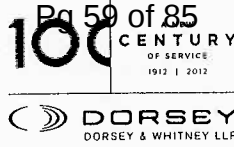
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 15, 2012
Invoice No. 1836785

Client-Matter No: 355050-00361

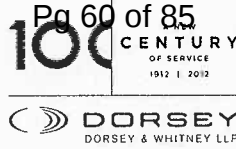
1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|----------|----------------|--------|------|----|--|
| 10/01/12 | M. Clark | 44.00 | 0.10 | 17 | Email from and to J. Langdon regarding proofs of claim |
| 10/01/12 | M. Clark | 44.00 | 0.10 | 17 | Conference with J. Langdon regarding proofs of claim |
| 10/01/12 | J. Langdon | 122.00 | 0.20 | 17 | Conference with M. Clark regarding proofs of claim |
| 10/01/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding indemnification |
| 10/02/12 | A. Brantingham | 141.00 | 0.60 | 17 | Review plaintiff's opposition to motion to dismiss |
| 10/02/12 | J. Langdon | 122.00 | 0.20 | 17 | Memoranda from and to L. Lundsten |
| 10/03/12 | A. Brantingham | 164.50 | 0.70 | 17 | Review plaintiff's opposition to motion to dismiss |

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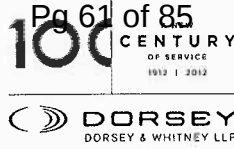
Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1836785

November 15, 2012
Page 2

| | | | | | |
|----------|----------------|----------|------|----|--|
| 10/03/12 | A. Brantingham | 564.00 | 2.40 | 17 | Draft reply to motion to dismiss |
| 10/03/12 | M. Clark | 176.00 | 0.40 | 17 | Review indemnification claims |
| 10/03/12 | M. Clark | 1,540.00 | 3.50 | 17 | Prepare claim attachment |
| 10/03/12 | M. Clark | 88.00 | 0.20 | 17 | Email to J. Langdon regarding claim attachment |
| 10/03/12 | J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding motion to dismiss reply brief |
| 10/04/12 | A. Brantingham | 799.00 | 3.40 | 17 | Continue drafting reply in support of motion to dismiss |
| 10/04/12 | J. Langdon | 244.00 | 0.40 | 17 | Review pleadings regarding motion to dismiss |
| 10/05/12 | A. Brantingham | 822.50 | 3.50 | 17 | Complete draft of reply in support of motion to dismiss |
| 10/05/12 | J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding hearing on motion to dismiss |
| 10/08/12 | J. Langdon | 2,562.00 | 4.20 | 17 | Revise reply brief in support of motion to dismiss |
| 10/09/12 | A. Brantingham | 493.50 | 2.10 | 17 | Revise reply brief in support of motion to dismiss with J. Langdon edits |
| 10/09/12 | A. Brantingham | 94.00 | 0.40 | 17 | Revise reply brief with additional edits from J. Langdon |
| 10/09/12 | J. Langdon | 1,891.00 | 3.10 | 17 | Revise reply brief in support of motion to dismiss |
| 10/09/12 | J. Langdon | 122.00 | 0.20 | 17 | Research regarding bankruptcy stay |
| 10/10/12 | J. Langdon | 732.00 | 1.20 | 17 | Revise reply brief in support of motion to dismiss |
| 10/10/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding reply brief in support of motion to |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1836785

November 15, 2012
Page 3

| | | | | | |
|----------|----------------|----------|------|----|---|
| | | | | | dismiss |
| 10/11/12 | A. Brantingham | 117.50 | 0.50 | 17 | Begin cite checking reply brief supporting motion to dismiss |
| 10/11/12 | J. Langdon | 610.00 | 1.00 | 17 | Prepare for argument on motion to dismiss |
| 10/12/12 | A. Brantingham | 517.00 | 2.20 | 17 | Finalize reply brief for filing |
| 10/12/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding reply brief in support of motion to dismiss |
| 10/15/12 | M. Clark | 44.00 | 0.10 | 17 | Telephone conference with J. Langdon regarding proofs of claim |
| 10/15/12 | M. Clark | 352.00 | 0.80 | 17 | Review and revise claims |
| 10/15/12 | M. Clark | 44.00 | 0.10 | 17 | Email to J. Langdon regarding claims |
| 10/15/12 | J. Langdon | 976.00 | 1.60 | 17 | Draft proofs of claim |
| 10/15/12 | J. Langdon | 122.00 | 0.20 | 17 | Memorandum to individual defendants |
| 10/16/12 | M. Clark | 176.00 | 0.40 | 17 | Prepare claim cover form |
| 10/16/12 | J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim for B. Paradis |
| 10/16/12 | J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding amended complaint and scheduling |
| 10/16/12 | N. Bussiere | 1,012.00 | 4.60 | 17 | Prepare proofs of claim for clients |
| 10/17/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding adjournment of hearing on motion to dismiss |
| 10/18/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft proofs of claim |
| 10/18/12 | N. Bussiere | 902.00 | 4.10 | 17 | Prepare proofs of claim for clients |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



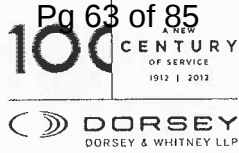
Residential Funding Company, LLC
 Client-Matter No.: 355050-00361
 Invoice No.: 1836785

November 15, 2012
 Page 4

| | | | | | |
|----------|----------------|----------|------|----|--|
| 10/19/12 | J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim |
| 10/19/12 | N. Bussiere | 836.00 | 3.80 | 17 | Prepare proofs of claim for clients |
| 10/22/12 | J. Langdon | 244.00 | 0.40 | 17 | Draft memoranda regarding proofs of claim |
| 10/23/12 | J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding motion to dismiss |
| 10/24/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memorandum regarding briefing schedule |
| 10/25/12 | A. Brantingham | 70.50 | 0.30 | 17 | Review plaintiff's motion for leave to amend complaint |
| 10/25/12 | A. Brantingham | 23.50 | 0.10 | 17 | Review local rules |
| 10/25/12 | A. Brantingham | 70.50 | 0.30 | 17 | Attend conference call regarding response to plaintiff's motion to amend |
| 10/25/12 | A. Brantingham | 23.50 | 0.10 | 17 | Email co-defendants' counsel regarding briefing schedule |
| 10/25/12 | J. Langdon | 305.00 | 0.50 | 17 | Review motion to amend papers |
| 10/25/12 | J. Langdon | 1,281.00 | 2.10 | 17 | Review amended complaint |
| 10/25/12 | J. Langdon | 244.00 | 0.40 | 17 | Telephone conference with co-defendants' counsel regarding amended complaint |
| 10/25/12 | J. Langdon | 671.00 | 1.10 | 17 | Analyze potential motion to dismiss |
| 10/29/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding motion to dismiss |
| 10/29/12 | J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding individual proofs of claim |
| 10/29/12 | N. Bussiere | 176.00 | 0.80 | 17 | Prepare additional proofs of claim for D. Wold and L. Lundsten |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
 Client-Matter No.: 355050-00361
 Invoice No.: 1836785

November 15, 2012
 Page 5

| | | | | | |
|--------------------|-------------|--------------|------|----|--|
| 10/29/12 | N. Bussiere | 66.00 | 0.30 | 17 | Download information from GMAC website for J. Langdon |
| 10/30/12 | J. Langdon | 61.00 | 0.10 | 17 | Review correspondence regarding motion to amend |
| 10/30/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding scheduling |
| 10/30/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding dismissal issues |
| 10/30/12 | J. Langdon | 183.00 | 0.30 | 17 | Communications regarding proofs of claim |
| 10/31/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding motion to amend |
| 10/31/12 | J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding proofs of claim filing |
| Total Hours | | 59.70 | | | |

Subtotal for Legal Fees **\$23,919.00**

Less 10% Discount **-\$2,391.90**

Total for Legal Fees **\$21,527.10**

Total This Invoice **\$21,527.10**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|----------------|------------|-------|-------------|-----------|
| A. Brantingham | Associate | 16.60 | 235.00 | 3,901.00 |
| M. Clark | Of Counsel | 5.70 | 440.00 | 2,508.00 |
| J. Langdon | Partner | 23.80 | 610.00 | 14,518.00 |

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1836785

November 15, 2012
Page 6

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|--------------|--------------|--------------------|------------------|
| N. Bussiere | Paralegal | 13.60 | 220.00 | 2,992.00 |
| Total all Timekeepers | | 59.70 | | 23,919.00 |

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836786

Client-Matter No.: 355050-00367
Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|-----------------|
| Subtotal for Current Legal Fees | \$122.00 |
| Less 10% Discount | -\$12.20 |
| Total For Current Legal Fees | \$109.80 |
| Total For Current Invoice | \$109.80 |

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Minneapolis, MN 55480-1680

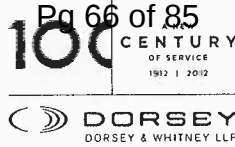
Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836786

Client-Matter No: 355050-00367

Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through October 31, 2012

| | | | | |
|---------------------|--------|-------------|----|--|
| 10/18/12 J. Langdon | 122.00 | 0.20 | 19 | Telephone conference with Mayer Brown regarding nature and status of investigation |
| Total Hours | | 0.20 | | |

Subtotal for Legal Fees \$122.00

Less 10% Discount -\$12.20

Total for Legal Fees \$109.80

Total This Invoice \$109.80

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Residential Funding Company, LLC
Client-Matter No.: 355050-00367
Invoice No.: 1836786

November 14, 2012
Page 2

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|---------|-------------|-------------|---------------|
| J. Langdon | Partner | 0.20 | 610.00 | 122.00 |
| Total all Timekeepers | | 0.20 | | 122.00 |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836787

Client-Matter No.: 355050-00368
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through October 31, 2012

INVOICE TOTAL

| | |
|----------------------------------|-------------------|
| Subtotal for Current Legal Fees | \$7,448.00 |
| Less 10% Discount | -\$744.80 |
| Total For Current Legal Fees | \$6,703.20 |
| Total For Current Invoice | \$6,703.20 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

November 14, 2012
Invoice No. 1836787

Client-Matter No: 355050-00368

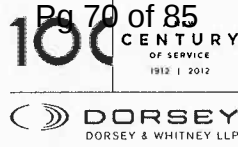
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through October 31, 2012

| | | | | | |
|----------|----------------|--------|------|----|---|
| 10/02/12 | J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding reply brief in support of motion to dismiss |
| 10/04/12 | J. Langdon | 244.00 | 0.40 | 17 | Review pleadings regarding motion to dismiss |
| 10/08/12 | A. Brantingham | 517.00 | 2.20 | 17 | Revise reply brief in support of motion to dismiss |
| 10/11/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memorandum regarding potential amended complaint |
| 10/15/12 | A. Brantingham | 94.00 | 0.40 | 17 | Review amended complaint |
| 10/15/12 | J. Langdon | 915.00 | 1.50 | 17 | Review amended complaint |
| 10/15/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding amended complaint |
| 10/16/12 | J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim for B. Paradis |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



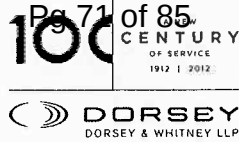
Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1836787

November 14, 2012
 Page 2

| | | | | | |
|----------|----------------|----------|------|----|---|
| 10/16/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding amended complaint |
| 10/17/12 | A. Brantingham | 70.50 | 0.30 | 17 | Review redline of plaintiffs' amended complaint |
| 10/17/12 | A. Brantingham | 23.50 | 0.10 | 17 | Email opposing counsel regarding briefing/argument schedule |
| 10/17/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding proofs of claim |
| 10/18/12 | J. Langdon | 732.00 | 1.20 | 17 | Draft proofs of claim |
| 10/18/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding briefing scheduling |
| 10/19/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding hearing and briefing schedule |
| 10/19/12 | J. Langdon | 671.00 | 1.10 | 17 | Draft proofs of claim |
| 10/19/12 | J. Langdon | 61.00 | 0.10 | 17 | Memorandum to L. Delehey regarding proofs of claim |
| 10/22/12 | A. Brantingham | 47.00 | 0.20 | 17 | Attend telephone conference regarding briefing schedules |
| 10/22/12 | J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding response to amended complaint |
| 10/23/12 | A. Brantingham | 23.50 | 0.10 | 17 | Review stipulation to extend time to respond to amended complaint |
| 10/23/12 | A. Brantingham | 23.50 | 0.10 | 17 | Email co-defendant's counsel regarding stipulation to extend time to respond to amended complaint |
| 10/23/12 | J. Langdon | 183.00 | 0.30 | 17 | Memoranda among counsel regarding stipulation for briefing scheduling |
| 10/24/12 | J. Langdon | 1,037.00 | 1.70 | 17 | Review amended complaint |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1836787

November 14, 2012
 Page 3

| | | | | | |
|--------------------|------------|--------------|------|----|---|
| | | | | | regarding individual liability |
| 10/25/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memorandum regarding motion to dismiss |
| 10/29/12 | J. Langdon | 122.00 | 0.20 | 17 | Draft memoranda regarding scheduling issues |
| 10/29/12 | J. Langdon | 305.00 | 0.50 | 17 | Draft memoranda regarding individual proofs of claim |
| 10/30/12 | J. Langdon | 122.00 | 0.20 | 17 | Review correspondence regarding briefing on motion to dismiss |
| 10/30/12 | J. Langdon | 183.00 | 0.30 | 17 | Communications regarding proofs of claim |
| 10/31/12 | J. Langdon | 61.00 | 0.10 | 17 | Draft memoranda regarding amended complaint |
| 10/31/12 | J. Langdon | 183.00 | 0.30 | 17 | Draft memoranda regarding proofs of claim filing |
| Total Hours | | 14.30 | | | |

Subtotal for Legal Fees **\$7,448.00**

Less 10% Discount **-\$744.80**

Total for Legal Fees **\$6,703.20**

Total This Invoice **\$6,703.20**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|----------------|-----------|-------|-------------|----------|
| A. Brantingham | Associate | 3.40 | 235.00 | 799.00 |
| J. Langdon | Partner | 10.90 | 610.00 | 6,649.00 |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00368
Invoice No.: 1836787

November 14, 2012
Page 4

| Timekeeper | Class | Hours | Billed Rate | Amount |
|-----------------------|-------|-------|-------------|----------|
| Total all Timekeepers | | 14.30 | | 7,448.00 |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



A NEW
CENTURY
OF SERVICE
1912 | 2012



THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

December 14, 2012

FEDEX

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin and
Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period November 1, 2012 through November 30, 2012 (the "Statements"), which were served on the parties listed in paragraph (a) of the Order, on December 13, 2012.

In the absence of a timely objection, the Debtors shall pay \$16,497.08, consisting of the sum of (1) \$16,453.08, an amount equal to 80% of the fees (\$16,453.08 = \$20,566.35 x 0.80) and (b) 100% of the expenses (\$44.00) being requested in the Statement.



December 14, 2012
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Thomas O. Kelly III', written over the word 'Sincerely,'.

Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

December 13, 2012
Invoice No. 1840428

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through November 30, 2012

INVOICE TOTAL

| | |
|----------------------------------|-----------------|
| Subtotal for Current Legal Fees | \$1,098.50 |
| Less 10% Discount | -\$109.85 |
| Total For Current Legal Fees | \$988.65 |
| Total For Current Invoice | \$988.65 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

December 13, 2012
Invoice No. 1840428

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through November 30, 2012

| | | | | | |
|----------|-----------------|--------|------|---|---|
| 11/09/12 | J. Mikhailevich | 136.00 | 0.40 | 7 | Email correspondence with U.S. Trustee regarding fee application objections |
| 11/23/12 | J. Mikhailevich | 102.00 | 0.30 | 8 | Email regarding fee application objection with G. Zipes, T. Kelly and E. Schnabel |
| 11/26/12 | E. Hulsebos | 159.00 | 0.60 | 7 | Conference with G. Zipes regarding revision of fee application |
| 11/27/12 | E. Hulsebos | 477.00 | 1.80 | 7 | Draft supplement to fee application |
| 11/27/12 | T. Kelly | 54.50 | 0.10 | 7 | Review fee application supplement |
| 11/28/12 | J. Mikhailevich | 68.00 | 0.20 | 8 | Review ResCap fee application supplement |
| 11/28/12 | J. Mikhailevich | 102.00 | 0.30 | 8 | File and serve on the relevant parties |

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1840428

December 13, 2012
Page 2

Total Hours **3.70**

Subtotal for Legal Fees **\$1,098.50**

Less 10% Discount **-\$109.85**

Total for Legal Fees **\$988.65**

Total This Invoice **\$988.65**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|--------------|--------------|--------------------|-----------------|
| E. Hulsebos | Associate | 2.40 | 265.00 | 636.00 |
| J. Mikhailevich | Associate | 1.20 | 340.00 | 408.00 |
| T. Kelly | Partner | 0.10 | 545.00 | 54.50 |
| Total all Timekeepers | | 3.70 | | 1,098.50 |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

December 13, 2012
Invoice No. 1843185

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through November 30, 2012

INVOICE TOTAL

| | |
|---|-------------------|
| Subtotal for Current Legal Fees | \$9,715.00 |
| Less 10% Discount | -\$971.50 |
| Total For Current Legal Fees | \$8,743.50 |
| Total For Current Disbursements and Service Charges | \$44.00 |
| Total For Current Invoice | \$8,787.50 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

December 13, 2012
Invoice No. 1843185

Client-Matter No: 479140-00005

Business Lending Workout Matters

For Legal Services Rendered Through November 30, 2012

| | | | | | |
|----------|-------------|--------|------|----|---|
| 11/01/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Review client documents before production |
| 11/01/12 | N. Bussiere | 22.00 | 0.10 | 17 | (Nationwide) Conference with J. Langdon regarding new case |
| 11/01/12 | N. Bussiere | 22.00 | 0.10 | 17 | (Nationwide) Arrange for litigation technology specialist staffing |
| 11/02/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Draft memoranda regarding review of documents before production to Hanover |
| 11/02/12 | R. Knudson | 220.00 | 1.00 | 18 | (Nationwide) Coordinate conversion, unitization and loading of electronic documents received from client into document management database to facilitate attorney review and production |

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 2

| | | | | | |
|----------|-------------|--------|------|----|---|
| 11/02/12 | R. Knudson | 66.00 | 0.30 | 18 | (Nationwide) Conference with N. Bussiere regarding coordinating conversion, unitization and loading of electronic documents received from client into document management database to facilitate attorney review and production |
| 11/02/12 | J. Kragness | 30.00 | 0.30 | 18 | (Nationwide) Design and implement electronic document database |
| 11/02/12 | J. Kragness | 150.00 | 1.50 | 18 | (Nationwide) Prepare GMAC document images for attorney review in document management system |
| 11/05/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Draft memoranda regarding trial schedule in California action |
| 11/05/12 | J. Kragness | 420.00 | 4.20 | 18 | (Nationwide) Prepare GMAC document images for attorney review in document management system |
| 11/05/12 | N. Bussiere | 66.00 | 0.30 | 17 | (Nationwide) Conference with R. Knudson and with J. Langdon regarding loading of client documents to Ringtail and review for production |
| 11/06/12 | J. Kragness | 70.00 | 0.70 | 18 | (Nationwide) Prepare GMAC document images for attorney review in document management system |
| 11/06/12 | J. Kragness | 100.00 | 1.00 | 18 | (Nationwide) Process GMAC document data to document management system to allow for database searches |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 3

| | | | | | |
|----------|------------|--------|------|----|---|
| 11/07/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding discovery requests |
| 11/08/12 | J. Stilson | 63.00 | 0.20 | 17 | (Nationwide) Review file related to insurance policies for Nationwide |
| 11/08/12 | J. Stilson | 315.00 | 1.00 | 17 | (Nationwide) Draft demand letter to Lloyd's |
| 11/08/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memoranda regarding requests from bankruptcy trustee |
| 11/09/12 | J. Langdon | 244.00 | 0.40 | 17 | (Nationwide) Memoranda to and from bankruptcy trustee regarding status of efforts to pursue S. Pitchersky |
| 11/12/12 | J. Stilson | 157.50 | 0.50 | 17 | (Nationwide) Research regarding direct action in California against insurers |
| 11/12/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Memoranda from and to T. Underhill regarding document retention issues |
| 11/13/12 | J. Stilson | 189.00 | 0.60 | 17 | (Nationwide) Review research regarding direct action in California |
| 11/13/12 | J. Stilson | 94.50 | 0.30 | 17 | (Nationwide) Review policy at issue to confirm direct action permitted |
| 11/13/12 | J. Stilson | 63.00 | 0.20 | 17 | (Nationwide) Review prior correspondence to Lloyd's regarding coverage under policy |
| 11/13/12 | J. Stilson | 315.00 | 1.00 | 17 | (Nationwide) Revise draft demand letter to Lloyd's |
| 11/13/12 | J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Memoranda from |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 4

| | | | | | |
|----------|-------------|--------|------|----|---|
| | | | | | and to J. Stilson regarding demand letter on insurer |
| 11/13/12 | J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Telephone conference with N. Bussiere regarding document production |
| 11/13/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Prepare notes regarding strategy on potential settlement |
| 11/13/12 | N. Bussiere | 22.00 | 0.10 | 17 | (Nationwide) Discuss review of client documents with R. Knudson and J. Langdon |
| 11/14/12 | E. Hulsebos | 79.50 | 0.30 | 30 | (MILA) Telephone conference with Bankruptcy Court for Western District of Washington regarding claiming unclaimed funds |
| 11/14/12 | J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Draft memorandum regarding document production |
| 11/15/12 | J. Stilson | 31.50 | 0.10 | 17 | (Nationwide) Edits to letter to Lloyd's |
| 11/15/12 | J. Stilson | 63.00 | 0.20 | 17 | (Nationwide) Gather exhibits to include with letter to Lloyd's |
| 11/15/12 | E. Hulsebos | 79.50 | 0.30 | 4 | (MILA) Draft letter to court regarding distribution of funds held in unclaimed funds account |
| 11/15/12 | J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Telephone conference with T. Underhill, L. Delehy and T. Dennis regarding document production issues |
| 11/16/12 | J. Stilson | 63.00 | 0.20 | 17 | (Nationwide) Confer with J. Langdon regarding status |
| 11/16/12 | J. Stilson | 157.50 | 0.50 | 17 | (Nationwide) Draft letter to PFK |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 5

| | | | | |
|---------------------|--------|------|----|---|
| | | | | regarding negligence in re Nationwide |
| 11/16/12 J. Langdon | 183.00 | 0.30 | 17 | (Nationwide) Revise letter to Nationwide's insurer regarding policy claim |
| 11/16/12 J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Draft memoranda regarding document production |
| 11/16/12 J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Draft memorandum regarding strategy |
| 11/19/12 J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Draft memoranda regarding document production |
| 11/19/12 J. Langdon | 305.00 | 0.50 | 17 | (Nationwide) Letter to Nationwide insurer regarding claim |
| 11/20/12 J. Stilson | 63.00 | 0.20 | 17 | (Nationwide) Confer with J. Langdon regarding PFK status |
| 11/20/12 J. Stilson | 346.50 | 1.10 | 17 | (Nationwide) Draft letter to Lloyd's regarding special mortgage broker's bond |
| 11/20/12 J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Review bankruptcy pleadings |
| 11/20/12 J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Conference with J. Stilson regarding demands on insurers |
| 11/20/12 J. Langdon | 122.00 | 0.20 | 17 | (Nationwide) Prepare notes regarding demand on accountants |
| 11/20/12 J. Langdon | 183.00 | 0.30 | 17 | (Alliance) Review bankruptcy pleadings regarding case status |
| 11/20/12 J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Review correspondence regarding Nationwide insurer |
| 11/20/12 J. Langdon | 61.00 | 0.10 | 17 | (Nationwide) Memorandum to T. |

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 6

| | | | | |
|----------|------------|----------|---------|--|
| | | | | Underhill regarding document gathering |
| 11/21/12 | J. Stilson | 346.50 | 1.10 17 | (Nationwide) Review D. Breschi deposition in view of potential summary judgment motion |
| 11/21/12 | J. Langdon | 61.00 | 0.10 17 | (Nationwide) Telephone conference with N. Bussiere regarding document production |
| 11/21/12 | J. Langdon | 1,159.00 | 1.90 17 | (Nationwide) Review key client documents before production |
| 11/26/12 | J. Langdon | 183.00 | 0.30 17 | (Nationwide) Draft memoranda regarding potential summary judgment motion in Hanover action |
| 11/26/12 | J. Langdon | 244.00 | 0.40 17 | (Nationwide) Draft memoranda regarding discovery issues |
| 11/27/12 | J. Langdon | 122.00 | 0.20 17 | (Nationwide) Memoranda to opposing counsel regarding discovery |
| 11/27/12 | J. Langdon | 183.00 | 0.30 17 | (Nationwide) Review Nationwide bankruptcy pleadings |
| 11/28/12 | J. Langdon | 61.00 | 0.10 17 | (Nationwide) Memoranda from and to T. Underhill regarding document preservation and custody issues |
| 11/29/12 | J. Langdon | 122.00 | 0.20 17 | (Nationwide) Review memoranda from T. Underhill regarding discovery documents |
| 11/30/12 | J. Langdon | 366.00 | 0.60 17 | (Nationwide) Draft memoranda regarding potential claim against Nationwide insurer |

Total Hours 27.40

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1843185

December 13, 2012
Page 7

Subtotal for Legal Fees **\$9,715.00**

Less 10% Discount **-\$971.50**

Total for Legal Fees **\$8,743.50**

Disbursements and Service Charges

Copies of Legal Documents - Clerk of the Court - Confirmed copy of
Stipulation and Order to File Second Amended Complaint 10/17/12 40.00

Copies of Legal Documents - Riverside Superior Court - Signed order
Granting Summary Judgment 10/29/12 4.00

Total for Disbursements and Service Charges **\$44.00**

Total This Invoice **\$8,787.50**

Timekeeper Summary

| Timekeeper | Class | Hours | Billed Rate | Amount |
|------------------------------|----------------|--------------|--------------------|-----------------|
| J. Stilson | Associate | 7.20 | 315.00 | 2,268.00 |
| E. Hulsebos | Associate | 0.60 | 265.00 | 159.00 |
| J. Langdon | Partner | 10.00 | 610.00 | 6,100.00 |
| R. Knudson | Paralegal | 1.30 | 220.00 | 286.00 |
| J. Kragness | Case Assistant | 7.70 | 100.00 | 770.00 |
| N. Bussiere | Paralegal | 0.60 | 220.00 | 132.00 |
| Total all Timekeepers | | 27.40 | | 9,715.00 |

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